

# EXHIBIT A

1 UNITED STATES DISTRICT COURT  
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3 SOUTHERN DISTRICT OF OHIO  
4  
5 WESTERN DIVISION

6 THE KROGER CO., )

7 Plaintiff, )

Case No.

8 vs. )

0-1-02 439

9 MALESE FOODS CORP., formerly )  
known as MALESE FOODS CORP., )

10 Defendant. )  
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14 DEPOSITION OF LAWRENCE KADISH  
15 Old Westbury, New York  
16 Wednesday, January 21, 2004  
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24 Reported by:

KRISTIN KOCH, RPR

25 JOB NO. 731

**Kadish**

**Corporation is?**

A. It's a Delaware corporation formed in 1983 that is the record owner of a master lease covering the three properties in what's known as the Balkhouse transaction, properties being in San Marcos, Texas; Bowling Green, Kentucky; and Murfreesboro, Tennessee.

**Q. Does Malease own any other assets other than those that you just described?**

A. Not that I recall.

**Q. Who are the shareholders or owners of Malease?**

A. Lawrence Kadish.

**Q. That's you; right?**

A. Yes.

**Q. You are the only shareholder?**

A. I believe so.

**Q. Who are the officers and directors?**

A. That would be Irwin Reicher, R-E-I-C-H-E-R, myself. I don't recall the other names right now.

**Q. Who is Irwin Reicher?**

A. He is an attorney in New York City.

**Q. My understanding is based on some**

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**papers I have read in this case that what you referred to as the Balkhouse transaction, which involved the master lease of the three properties you just mentioned, that you have done similar type transactions; is that fair?**

A. Yes.

**Q. Can you tell me or describe to me the other transactions that are somewhat similar to the ones that you described with respect to the Balkhouse transaction?**

A. Well, in 1983 the Balkhouse transaction was part of a three-transaction -- a three groups of properties transaction followed up by a related 1984 transaction involving three other groups of properties.

**Q. Three other groups or one group with three properties in it?**

A. Well, in the -- I'm sorry.

**Q. That's okay. I am just trying to get a sense of how many deals like this you have done that is similar to the one that Kroger was involved in.**

A. Well, the transactions were not all the same, but as far as the basic element of the

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transaction, which was the master lease, deferred rent paid by the operating tenant, in that respect they were all the same.

**Q. Besides the Kroger and the Balkhouse ones, there were two other sets; is that correct?**

A. There were three in 1983 followed by three groups of properties involving master leases with deferred rent in 1984, but they were all contemplated in 1983 and agreed to in 1983.

**Q. So one of those is the one that you described as the Balkhouse, which involved the three Kroger warehouses; correct?**

A. Correct.

**Q. What were the other ones?**

A. Well, in 1983 there was the Aztex transaction, which involved eighteen K-Mart/Furrs Cafeterias. K-Mart had gone into the cafeteria business and taken over this company Furrs or merged with it, I don't recall. And the other transaction was an office building in Houston, Texas leased out to National Convenience Stores, who was the corporate headquarters, and that transaction was known as

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the Pennington transaction. The other three transactions which closed in 1994 but were -- excuse me, in 1984 but were committed for in '83 were the Hanibal transaction, which involved fifteen Safeway stores, the Lynx transaction, which consisted of twelve K-Mart/Furrs cafeterias and two K-Mart distribution centers, and the Kansiana transaction, which consisted of twelve Kroger supermarkets.

**Q. Is that it?**

A. When you say "it" --

**Q. Does that summarize the type of transactions that you were involved in?**

A. That are similar to the Balkhouse, yes.

**Q. And you started to describe how these transactions worked and, to be honest with you, Mr. Kadish, I have been through these papers several times now, and the more I read, the more confused I get, so it actually would be helpful to me if you could explain how the transaction worked or how it was supposed to work with respect to Balkhouse. Can you walk me through that?**